

EXHIBIT 67
FILED UNDER SEAL

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,)
Plaintiff,)
vs.) Case No.
UBER TECHNOLOGIES, INC.,) 3:17-cv-00939-WHA
OTTOMOTTO LLC; OTTO)
TRUCKING LLC,)
Defendants.)

HIGHLY CONFIDENTIAL - ATTORNEYS' EYES ONLY

VIDEOTAPED DEPOSITION OF SCOTT BOEHMKE

San Francisco, California

Monday, April 17, 2017

Volume I

Reported by:

SUZANNE F. GUDELJ, CSR No. 5111

Job No. 2596382

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_____)

Videotaped Deposition of SCOTT BOEHMKE,
Volume I, taken on behalf of Plaintiff Waymo
LLC, at the Law Offices of Quinn Emanuel
Urquhart & Sullivan LLP, 50 California Street,
22nd Floor, San Francisco, California,
beginning at 2:08 p.m. and ending at 4:01 p.m.
a.m., on Monday, April 17, 2017, before SUZANNE
F. GUDELJ, Certified Shorthand Reporter No.
5111.

1 was in the office in one of -- you know, people
2 wanted us to talk lasers.

3 Q Who were those people?

4 A I don't know -- know exactly who it was.

5 There were various people that knew he was into 02:13:44
6 lasers, and that was my responsibility.

7 Q Who were the various people?

8 A Like I said, I don't remember who or how
9 this got set up.

10 Q So he just appeared in your office, and you 02:13:57
11 guys started talking about LiDAR technology?

12 A I -- I didn't know the circumstances around
13 which he was there.

14 Q So you can't identify a single person that
15 prompted the discussion between you and Mr. 02:14:10
16 Levandowski; is that accurate?

17 MR. KIM: Objection. Misstates character
18 -- testimony.

19 THE WITNESS: I don't recall who arranged
20 the setup. 02:14:21

21 BY MR. JAFFE:

22 Q My question was a little different. Can
23 you identify a single person that prompted you and
24 Mr. Levandowski to have that first LiDAR discussion?

25 A Not right now, no. 02:14:37

1 Q Okay. So you started talking with Mr.
2 Levandowski about LiDAR sensors for Uber's
3 self-driving cars in April of 2016, correct?

4 A Yes.

5 Q And you were interested in talking to him 02:14:52
6 because he was going to provide custom LiDAR
7 technology for Uber, right?

8 MR. KIM: Objection. Vague.

9 THE WITNESS: Could you be more specific?

10 MR. JAFFE: So Mr. Kim, I don't know if 02:15:06
11 you've read Judge Alsup's standing order recently,
12 but he has very specific guidance about the type of
13 objections, and so at this point, I would just
14 suggest to you that what you're doing is a little
15 bit farther out of bounds than what has been done in 02:15:23
16 this case so far. But --

17 MR. KIM: So I'll --

18 MR. JAFFE: So putting that aside --

19 MR. KIM: I've read Judge Alsup's standing
20 order, and I disagree with that characterization. 02:15:33
21 My objection was just as to the improper form of the
22 question. It's also consistent with the objections
23 we made in depositions taken by yourself and
24 Mr. Perlson for both Mr. Levandowski and also others
25 in this case. 02:15:52

1 BY MR. JAFFE:

2 Q Mr. Boehmke, you were interested in talking
3 with Mr. Levandowski because he was going to provide
4 Uber with custom LiDAR technology, right?

5 A He was going to provide a sensor for our 02:16:06
6 cars.

7 Q What kind of a sensor?

8 A A laser sensor -- LiDAR sensor.

9 Q A custom LiDAR sensor?

10 A Correct. 02:16:17

11 Q So again, you'd agree with me, then, that
12 you were interested in talking with Mr. Levandowski
13 because he was going to provide a custom LiDAR
14 solution for Uber, right?

15 A Yes. 02:16:27

16 Q And this was three months, or actually
17 February, March, two and a half to three months
18 since he left at the time Google, right?

19 MR. KIM: Objection to the extent it calls
20 for speculation. 02:16:37

21 THE WITNESS: I don't know when he left
22 Google.

23 BY MR. JAFFE:

24 Q Did you ask him?

25 A No. 02:16:41

1 right?

2 A Yes.

3 Q He didn't come to you with any sort of
4 technology proposal; is that right?

5 A Yes. 02:17:54

6 Q Okay. So you communicated these
7 requirements to Mr. Levandowski. What happened
8 next?

9 A So I met with him on -- in the end of
10 April. I went out to the Otto facility in the 02:18:07
11 beginning of May and furthered discussions with
12 others at Otto.

13 Q Who were these others?

14 A Most primarily Daniel Gruver.

15 Q Anyone else? 02:18:23

16 A There were a number of other minor players
17 that I was introduced to. Didn't have as many
18 technical conversations with them.

19 Q What are their names?

20 A There was a Rattner. The names escape me. 02:18:34

21 Q So the only two people that you can
22 remember speaking with at Otto were Mr. Levandowski,
23 Mr. Gruver and a Mr. Rattner; is that right?

24 A And there was a Nancy who let me in the
25 door. 02:18:55

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1 Q Great.

2 MR. JAFFE: I'm going to mark as Exhibit 51
3 a document Bates labeled UBER00008569. Oh, sorry,
4 this is going to be a different -- I'll mark my one
5 52, then. 02:19:12

6 (Deposition Exhibit 52 marked by the court
7 reporter.)

8 BY MR. JAFFE:

9 Q Mr. Boehmke, have you seen what I've marked
10 as Exhibit 52 before? 02:19:46

11 A I believe I have.

12 Q Why were you sending Mr. Levandowski an
13 email entitled "Simulation" in April of 2016?

14 A This was one of the configurations that he
15 and I had discussed on the 27th. It was based on a 02:20:01
16 simulation I had done in December of 2015, and so I
17 gave him a output from that simulation.

18 Q Okay. What is Mr. Levandowski's job at
19 Uber right now?

20 A He's leading the self-driving car effort. 02:20:33

21 Q Including LiDAR?

22 A It's under his purview.

23 Q So he's in charge of Uber's LiDAR
24 development efforts, right?

25 A I don't report directly to him, but the 02:20:45

1 chain of command would go to him.

2 Q So "yes"?

3 A Yes.

4 Q Okay. Does -- do you work on any other

5 projects other than Fuji right now? 02:20:58

6 A Yes.

7 Q What are the other projects you work on?

8 A [REDACTED]

9 [REDACTED]

10 Q Any other LiDAR projects? 02:21:08

11 A [REDACTED]

12 [REDACTED]

13 Q [REDACTED]

14 A [REDACTED]

15 [REDACTED] 02:21:25

16 [REDACTED]

17 MR. KIM: At this point, I'm going on
18 designate the entire transcript Attorneys' Eyes Only
19 subject to the protective order in this case.

20 MR. JAFFE: Okay. 02:21:42

21 BY MR. JAFFE:

22 Q All right. We'll come back to that.

23 [REDACTED]

24 [REDACTED]

25 A [REDACTED] 02:21:55

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[REDACTED]

Q [REDACTED]

[REDACTED]

[REDACTED]

MR. KIM: Objection to the extent it calls 02:22:08
for speculation.

THE WITNESS: Fuji solves one of many
problems.

BY MR. JAFFE:

Q What does that mean? 02:22:16

A There are -- there are several ways to
solve the self-driving sensor problem. Fuji attacks
it from one direction. [REDACTED]

[REDACTED]

Q [REDACTED] 02:22:32

A [REDACTED]

Q [REDACTED]

[REDACTED]

A [REDACTED]

Q Okay. [REDACTED] 02:22:42

[REDACTED]

A Like I said, Fuji solves a particular
solution. There are other aspects where LiDAR can
also be helpful.

Q What is the particular -- particular 02:22:57

1 solution that Fuji solves?

2 A [REDACTED]

3 [REDACTED]

4 Q [REDACTED]

5 [REDACTED] 02:23:13

6 A [REDACTED] --

7 (Reporter clarification.)

8 [REDACTED]

9 [REDACTED]

10 Q Does Uber have any custom LiDAR technology 02:23:26

11 related to [REDACTED]?

12 MR. KIM: Objection. Vague.

13 THE WITNESS: We have demonstrated [REDACTED]

14 [REDACTED] yes.

15 BY MR. JAFFE: 02:23:42

16 Q What's the name of the [REDACTED]

17 A It's in-house.

18 Q What's the name of it?

19 A I don't have -- don't have a project name.

20 Q When was the first time that it was 02:23:49

21 demonstrated?

22 A [REDACTED]

23 Q Okay. So you said you don't have a project

24 name. When you want to refer to this to your -- to

25 your colleagues, what -- how do you do it? 02:24:06

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1 A I don't know. I don't know. I don't have
2 a name for it. I don't -- I refer to it as a --
3 it's [REDACTED]

4 Q [REDACTED] you said?

5 A Mm-hmm. 02:24:39

6 Q Does it use [REDACTED]?

7 A Yes.

8 Q Who designed it?

9 A It was demonstrated by myself and a
10 coworker, Jim Gasbarro. 02:24:49

11 Q So going back to this timeline, you met Mr.
12 Levandowski in April. You started working on a
13 custom LiDAR solution where he would implement it
14 for Uber based on your specifications; is that
15 right? 02:25:10

16 A Yes.

17 Q Okay. At what point did you understand
18 that Uber was in potential discussions to acquire
19 Otto?

20 A I don't recall the timeline. 02:25:21

21 Q Can you give me any sort of bounding time?
22 Was it -- were you surprised -- well, let me start
23 over. Is that all right?

24 A That's fine.

25 Q When he heard about the acquisition, did it 02:25:33

1 surprise you?

2 A No, it made sense.

3 Q I'm not asking if it made sense. Sorry, my
4 question was a little bit unclear.

5 When you heard about the acquisition, were 02:25:43
6 you surprised because you hadn't found out about it
7 before it was publicly announced?

8 A No.

9 Q Did you know about it in June?

10 A I don't recall. 02:25:54

11 Q What about May?

12 A I couldn't tell you the date we acquired
13 them. I don't recall.

14 Q Sure. I'm asking something a little bit
15 different, which is: When is your first 02:26:01
16 recollection of having an understanding that Uber
17 was in potential discussions to acquire Otto?

18 MR. KIM: Objection. Asked and answered.

19 THE WITNESS: I don't know.

20 BY MR. JAFFE: 02:26:13

21 Q Okay. Are you aware that Uber has claimed
22 in this case that it was having discussions with Mr.
23 Levandowski and Otto about a potential acquisition
24 as early as January 2016?

25 MR. KIM: Objection. Assumes facts not in 02:26:36

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[REDACTED] [REDACTED]

Right?

A That's what it says.

Q So Mr. Haslim is proposing transitioning to
this Fuji project in October -- on October 26th, 02:54:04
2016, right?

A Yes.

Q So you hadn't really started transitioning
to Fuji before this email, right?

A This email was days after his meeting with 02:54:16
us in Pittsburgh, yes.

Q When you say "us," who are you referring
to?

A The meetings with Eric and myself.

Q And your testimony is that Mr. Levandowski 02:54:27
was not at that meeting, right?

A No.

Q He didn't come into that meeting at all?

A No.

Q Okay. Now, later in his email he talks 02:54:36
about an optical cavity. Do you see that?

A Mm-hmm.

Q And it talks about the transmit elements --
and I'm paraphrasing here -- are [REDACTED]

[REDACTED] 02:54:50

1 [REDACTED].

2 Do you know what that refers to?

3 A Yes.

4 Q What does it refer to?

5 A So they were [REDACTED] 02:54:57

6 [REDACTED]

7 [REDACTED]

8 Q And it -- there's a reference here to a

9 [REDACTED]

10 [REDACTED] 02:55:14

11 Do you see that?

12 A Mm-hmm.

13 Q What does that refer that?

14 A That was the [REDACTED]

15 [REDACTED] 02:55:21

16 Q And why are -- what's the point of [REDACTED]

17 [REDACTED]

18 A [REDACTED]

19 [REDACTED]

20 [REDACTED] 02:55:36

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 Q Okay. I see. So we're talking about a

25 [REDACTED] here; is that right? 02:55:49

1 A Yes.

2 Q Okay. So in October, Otto was working on

3 [REDACTED]

4 A No. This was an optical cavity for V1.

5 Q I see. [REDACTED] 02:56:04

6 [REDACTED]

7 A There was [REDACTED]

8 Q [REDACTED]

9 [REDACTED]

10 [REDACTED] 02:56:19

11 [REDACTED]

12 MR. KIM: Objection. Vague.

13 THE WITNESS: [REDACTED]

14 [REDACTED]

15 BY MR. JAFFE: 02:56:30

16 Q Who came up with that design?

17 A That would have been the West Coast team.

18 Q Mr. Levandowski?

19 A No, Mr. Haslim.

20 Q Mr. Levandowski wasn't involved in the 02:56:44

21 [REDACTED] in V1?

22 MR. KIM: Objection. Calls for
23 speculation.

24 THE WITNESS: I have no way of knowing his
25 involvement. 02:56:53

1 BY MR. JAFFE:

2 Q What about Mr. Gruver, [REDACTED]

3 [REDACTED] in V1?

4 MR. KIM: Same objection.

5 THE WITNESS: My interface technically was 02:56:59
6 with Mr. Haslim.

7 BY MR. JAFFE:

8 Q So that doesn't answer my question.

9 Apologies if it wasn't clear, but I'm just going to
10 ask it again. 02:57:13

11 Was Mr. Gruver involved in [REDACTED]

12 [REDACTED] in V1?

13 MR. KIM: Objection. Vague and to the
14 extent it calls for speculation.

15 THE WITNESS: So I don't know who did the 02:57:21
16 design. I'm saying that I was working with the two
17 of them. I don't know who did the optical design.

18 BY MR. JAFFE:

19 Q I see. So you don't know who came up with
20 the [REDACTED] in V1, true? 02:57:32

21 MR. KIM: Objection. Calls for
22 speculation.

23 THE WITNESS: I don't know.

24 BY MR. JAFFE:

25 Q Okay. All you know is it was someone in 02:57:39

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1 MR. KIM: Objection. Lacks foundation.
2 Calls for speculation.

3 THE WITNESS: I don't --

4 MR. KIM: Also asked and answered.

5 THE WITNESS: I don't recall him commenting 03:20:02
6 on that.

7 BY MR. JAFFE:

8 Q I want to go back to your declaration,
9 which is Exhibit 50, and then I want to look at
10 paragraph 13. 03:20:38

11 A Okay.

12 Q So you say here in your declaration that
13 you, quote:

14 "Envisioned [REDACTED]
15 [REDACTED] to 03:20:57
16 enable the use of a simple lens design."

17 Do you see that?

18 A Mm-hmm.

19 Q And you cite as evidence for that what is
20 Exhibit G to your declaration, right? 03:21:08

21 A Right.

22 Q And that's in that pile next to you with
23 the exhibits, so if you could just look at
24 Exhibit G.

25 Where does it say in Exhibit G that you 03:21:52

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1 were envisioning [REDACTED]

2 [REDACTED]

3 A It does not say that in this document.

4 Q Okay.

5 A This document was to demonstrate 03:22:11

6 positioning [REDACTED] that were the
7 lines shown in the graphs.

8 Q What lines?

9 A These lines (indicating).

10 Q And after you came up with what's in 03:22:34
11 Exhibit G, what did you -- what did you do with this
12 information?

13 A So this information was the plan B which
14 was not pursued after going through commercial
15 third-party efforts with [REDACTED] 03:22:50

16 Q And plan A was [REDACTED]

17 A Mm-hmm.

18 Q Plan B was -- did it have a name other than
19 plan B?

20 A It turned into Fuji. 03:22:59

21 Q And then what was plan C?

22 A Plan C was the [REDACTED]

23 Q Okay. Was there a plan D?

24 A Not by name.

25 Q What does that mean, "not by name"? 03:23:09

1 A There were other configurations that we
2 were discussing, but they were not in that document
3 where I spelled out A, B and C.

4 Q So going back to Exhibit G of your
5 declaration -- 03:23:31

6 A Mm-hmm.

7 Q -- where does it say in this document that
8 -- where the -- [REDACTED]

9 [REDACTED]

10 A Each of the lines was a straight board. 03:23:44

11 Q Where does it say that?

12 A It's a spreadsheet. It doesn't say it.

13 Q Right. So there actually is no information
14 in here that says: Hey, we should put [REDACTED]

15 [REDACTED], right? 03:23:58

16 MR. KIM: Objection. Mischaracterizes the
17 evidence.

18 THE WITNESS: The diagram in the
19 declaration on the previous page shows [REDACTED]

20 [REDACTED] as they would have been 03:24:07
21 in this board. This board -- this spreadsheet shows
22 how many boards would be required given a particular
23 pitch and a certain desire for a number of beams.

24 BY MR. JAFFE:

25 Q You came up with Exhibit G in February, 03:24:22

1 right?

2 A Yes.

3 Q And this doesn't have any sort of notation
4 or information at all to note that each of these
5 points would be on a single circuit board, right? 03:24:38

6 A The document does not say that.

7 Q Okay. Now, let's go to the other document
8 we were referring to, which I think is Exhibit C to
9 your declaration.

10 So why don't you first go to page 12, 03:25:21
11 please.

12 A 12. Okay.

13 Q Do you see that there's some beam spacings
14 depicted here?

15 A Yes. 03:25:34

16 Q They're all -- looking at the left-hand
17 side, the one under VLP-16, all those dots are in a
18 row just like we looked at Exhibit G, right?

19 MR. KIM: Objection. Mischaracterizes
20 evidence. 03:25:45

21 THE WITNESS: The VLP-16 is [REDACTED]

22 [REDACTED]

23 BY MR. JAFFE:

24 Q And that looks like, just like what we were
25 looking at in Exhibit G, right? 03:25:55

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1 Q Okay. So we referred to [REDACTED] What --
2 how far into the process did Uber and Otto get with

3 [REDACTED]

4 A [REDACTED] [REDACTED]

5 [REDACTED] 03:57:48

6 Q Why not?

7 A We turned.

8 Q So you were building it, and then you
9 pivoted to Fuji; is that right?

10 A Yes. 03:58:00

11 Q And then you totally ceased development on

12 [REDACTED]

13 A That's my understanding, yes.

14 Q So a hundred percent of the LiDAR, custom
15 LiDAR resources went from [REDACTED] to Fuji? 03:58:09

16 A I can not say a hundred percent. I don't
17 know. My understanding is that we moved on to Fuji.

18 Q All right. Were any of the components in
19 Fuji derivative of components that were originally
20 designed for [REDACTED] 03:58:24

21 MR. KIM: Objection. Vague.

22 THE WITNESS: Components. [REDACTED]

23 [REDACTED]

24 [REDACTED]

25 BY MR. JAFFE: 03:58:40

1 Q What about the transmit board design?

2 A That would be ridiculous. A transmit board
3 for the fiber laser is entirely different.

4 Q We talked about the design of the [REDACTED]
5 and that it's a [REDACTED]; is that 03:58:57
6 right?

7 A The [REDACTED] was [REDACTED] It had behind it

8 [REDACTED]

9 Q I see. So there would be [REDACTED]
10 [REDACTED] 03:59:13

11 [REDACTED] is that right?

12 A Yes.

13 Q And your testimony is [REDACTED]

14 [REDACTED] is that right?

15 A [REDACTED] no. 03:59:28

16 Q So it didn't answer my question. My
17 question --

18 A To my knowledge, [REDACTED]
19 [REDACTED]

20 Q Okay. Thank you. 03:59:38

21 Is there anything else relevant to your
22 declaration, or as you understand it, the
23 allegations in this case, that we haven't discussed
24 today?

25 A We've overlooked a document provided to 03:59:54

1 Otto where we called out the interest in putting

2

3 Q Where is that?

4 A It's document H.

5 Q Is that the one you referred to earlier? 04:00:06

6 A Yes.

7 MR. JAFFE: Okay. I have no further
8 questions, although I'm going to reserve our rights
9 with regard to any late document production and
10 inspection of the -related device. 04:00:18

11 MR. KIM: Okay. Short redirect.

12

13 EXAMINATION

14 BY MR. KIM:

15 Q Mr. Boehmke, you just referred to 04:00:30
16 Exhibit H. Is that the document that you asked to
17 see earlier in your deposition?

18 A Yes.

19 Q And why did you want to refer to that
20 exhibit? 04:00:39

21 A This exhibit on page 10 clearly shows
22 something that I
23 was called out for in the -- one of the documents
24 saying that we had never mentioned we were going to
25 do that, and it's clearly spelled out in plan B. 04:00:55

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